Notice of Exempt
Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL
OMB Number: 3235-0076
Expires: January 31, 2009
Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Name of Issuer Stratford Newport Manor LLC	em 1. Issuer's Identity			
Corporation	Name of Issuer	Previous Name(s)	X None	Entity Type (Select one)
Junisacion of Incorporation/Urganization	Stratford Newport Manor LLC			Corporation
Vear of Incorporation/Organization General Partnership Business Trust Other (Specify)	Jurisdiction of Incorporation/Organization			
Vear of Incorporation/Organization Select one! Over Five Years Ago Within Last Five Years (specify year) Other (Specify) O	Virginia			
Other (Specify)				<u> </u>
Over Five Years Ago Within Last Five Years (specify year) 2008 Yet to be Formed				
fmore than one issuer is filling this notice, check this box and identify additional issuer(s) by attaching items 1 and 2 Continuation Page(s); em 2. Principal Place of Business and Contact Information Street Address 1 100 Corporate Place City	- Marie 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	rs 2009 Y	et to Be Formed	
Street Address 1 Street Address 2 100 Corporate Place City State/Province/Country ZiP/Postal Code Phone No. (978) 535-5600 Em 3. Related Persons Last Name First Name Street Address 2 Street Address 2 Street Address 3 Street Address 4 MAR 2 2009 MAR 2 2009 Scetter 1 Washing 8 Street Address 4 MAR 2 2009 Scetter 1 Scetter 2 MAR 2 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 2 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 2 2009 Scetter 2 MAR 3 20		2008		
Street Address 1 Street Address 2 100 Corporate Place City State/Province/Country ZiP/Postal Code Phone No. (978) 535-5600 Em 3. Related Persons Last Name First Name Street Address 2 Street Address 2 Street Address 3 Street Address 4 MAR 2 2009 MAR 2 2009 Scetter 1 Washing 8 Street Address 4 MAR 2 2009 Scetter 1 Scetter 2 MAR 2 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 2 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 3 2009 Scetter 2 MAR 2 2009 Scetter 2 MAR 3 20	f more than one issuer is filing this notice, chec	k this box 🔲 and identi	fy additional issuer(s) by	attaching Items 1 and 2 Continuation Page(s).)
Street Address 1 100 Corporate Place City State/Province/Country Peabody MA Street Address 2 Suite 404 ZIP/Postal Code Phone No. (978) 535-5600 Phon				
City State/Province/Country ZIP/Postal Code Phone No. Peabody				
City State/Province/Country ZIP/Postal Code Phone No. Peabody	100 Corporate Place		Suite 404	
Peabody am 3. Related Persons Last Name Stratford Capital Group Street Address 2 MAR 2 2009 Section	·	tate/Province/Country		Phone No.
em 3. Related Persons Last Name Stratford Capital Group Street Address 2 MAR 2 2009 MAR 2 2009 Soction Street Address 2 MAR 2 2009 MAR 2 2009 MAR 2 2009 Soction Street Address 2 MAR 2 2009 MAR 2 2009 MAR 2 2009 Soction Street Address 2 MAR 2 2009 MAR 2 2009 Soction Soction Suite 404 Peabody MA 01960 MA 01960 Mar 2 2009 MAR 2 2009 MAR 2 2009 Soction Soction THOWSON REUTES 0 2016 Soction Of 2016 Mar 2 2009 Mar 2 2009 Mar 2 2009 Mar 2 2009 Soction Soction THOMSON REUTES 0 2016 Soction Of 2016 Mar 2 2009 Mar 2 2009 MAR 2 2009 Soction Soction Of 2016 Mar 2 2009 Mar		·	1	
Stratford Capital Group Street Address 1 100 Corporate Place City State/Province/Country Peabody Relationship(s): State/Province/Country Clarification of Response (if Necessary) (Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). Stem 4. Industry Group (Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). Stem 4. Industry Group (Select one) Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Banking Pooded Investment Fund Investing this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Other Investment Fund Step is an answer the question below: Hedge Fund Other Capital Fund Other Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Biotechnology Health Care Biotechnology Travel Airlines & Airports Commercial Other Health Care Manufacturing Real Estate Commercial	Peabody	VIA	01960	(976) 555-5600
Stratford Capital Group Street Address 1 100 Corporate Place City State/Province/Country Peabody Relationship(s): Executive Officer Director Director Promoter Clarification of Response (if Necessary) (Identify additional related persons by checking this box Clarification of Response (if Necessary) (Identify additional related persons by checking this box Em 4. Industry Group (Select one) Agriculture Banking and Financial Services Commercial Banking Investment Banking Investment Banking Investment Banking Pooded Investment Fund Opinate Equity Fund Hedge Fund Private Equity Fund Perivate Equity Fund Other Investment Fund Street Address 2 MAR 2 2009 MAR	em 3. Related Persons	·		
Street Address 1 Street Address 2 MAR 2 2009 Section Suite 404 Section Suite 404 THOWSON REUTER 00 2016 Peabody Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) (Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). Page 4. Industry Group (Select one) Agriculture Banking and Financial Services Commercial Banking Energy Conservation Insurance Energy Retraction Insurance Coal Mining Energy Conservation Pooled Investment Banking Onlik Gas If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Other Investment Equity Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services MAR 2 2009	Last Name	First Name		Middle Name
City	Stratford Capital Group		^	PRUCESSED 650
City	Street Address 1		Street Address 2	MAP 2 2000 Well Free Poor
City State/Province/Country ZIP/Postal Code O1960 MA	100 Corporate Place			
Relationship(s):		ate/Province/Country	ZIP/Postal Code	HOMSON REUTERS
Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary)		IA		
Claentify additional related persons by checking this box and attaching Item 3 Continuation Page(s). Seem 4. Industry Group (Select one)	1 00000		<u> [</u>]	Monhe
(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s). Magriculture Banking and Financial Services Construction REITS & Finance Residential Residential	Relationship(s): Executive Officer	Director X Promoter		weeningion, It
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Banking Obter Banking Select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group, also select one fund type below and answer the question below: Alter Selecting this industry group also select one fund type below and answer the question below: Alter Selecting this industry group also select one fund type below and answer the question below: Alter Selecting this industry group also select one fund type below and answer the question below: Alter Selecting this industry group also select one fund type below and answer the question below: Alter Selecting this industry group also select one fund type below and answer the question below: Alter Selecting this industry group also select one fund type below and answer the question below: Alter Selecting this industry group also	Clarification of Response (if Necessary)			
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Banking Fooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Is the issuer registered as an investment company under the Investment C	(Identify	additional related perso	ns by checking this box	x and attaching Item 3 Continuation Page(s).
Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Venture Capital Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Energy Electric Utilities Energy Energy Coal Mining Environmental Services Oil & Gas Other Energy Retailing Restaurants Technology Computers Telecommunications Other Health Care Biotechnology Health Care Hospitals & Physcians Other Health Care Other Health Care Other Health Care Manufacturing Real Estate Other Faskel Commercial	em 4. Industry Group (Select or	e)		
Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company Act of 1940? Other Banking & Financial Services Electric Utilities Energy Conservation Coal Mining Environmental Services Oil & Gas Oil & Gas Other Energy Other Energy Computers Technology Computers Technology Computers Travel Airlines & Airports Lodging & Conventions Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Health Care Other Technology Travel Computers Travel Other Technology Travel Conventions Tourism & Travel Services Other Teavel Commercial		○ Busines	s Services	Construction
Insurance Investing Investment Banking Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Energy Conservation Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Energy Other Energy Other Fenology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Teavel Tourism & Travel Commercial		_ T.		0
Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Coal Mining Environmental Services Restaurants Technology Computers Technology Computers Telecommunications Other Technology Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Feath Care Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Teavel Tourism & Travel Services Other Teavel Commercial	Commercial Banking			\sim
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Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Politic Gas Other Energy Computers Technology Computers Telecommunications Other Health Insurance Health Care Pharmaceuticals Other Health Care Other Health Care Other Health Care Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Tourism & Travel Commercial	<u> </u>	\sim	•	Retailing
If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Other Investment Company Act of 1940? Other Banking & Financial Services Other Energy Computers Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Real Estate Commercial	<u> </u>	, Oil	& Gas	Restaurants
type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Pharmaceuticals Other Health Care Other Travel Real Estate Commercial	<u> </u>			
Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care Manufacturing Real Estate Commercial Other Travel Other Technology Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Other Travel		v [,]	Caro	<u></u>
Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company act of 1940? Other Banking & Financial Services Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care Manufacturing Real Estate Commercial Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services	Hedge Fund			Q
Venture Capital Fund Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Other Banking & Financial Services Hospitals & Physcians Pharmaceuticals Other Health Care Other Health Care Manufacturing Real Estate Commercial Hospitals & Physcians Other Health Care Commercial Nother Health Care Tourism & Travel Commercial	 Private Equity Fund 	Ä.,,,	aith Insurance	Other rechnology
Other Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Pharmaceuticals Other Health Care Manufacturing Real Estate Commercial	Venture Capital Fund	~	pitals & Physcians	0.4141
Other Health Care company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Real Estate Commercial	Other Investment Fund	O Pha	rmaceuticals	<u> </u>
Act of 1940? Yes No Manufacturing Other Banking & Financial Services Real Estate Commercial			er Health Care	0
Other Banking & Financial Services Real Estate Commercial		Manufa (ecturing	\mathcal{Q}
() Commercial		Real Est	tate	
	0	○ Coi	mmercial	

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Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)		Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)
. No Revenues	OR	No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Oecline to Disclose
Not Applicable		O Not Applicable
tem 6. Federal Exemptions and Exclusions Cla	imed (Se	ect all that apply)
ir	nvestment Com	pany Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	 ☐ Section 3(c	a
Rule 504(b)(1)(ii)	 ☐ Section 3(d)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	 ☐ Section 3(d	c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
X Rule 506	Section 3(e	c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(البيا
tem 7. Type of Filing		
New Notice OR Amendmen	nt	
	_	City Cale Vatto Occur
Date of First Sale in this Offering: 12/23/2008	OR ⊔	First Sale Yet to Occur
tem 8. Duration of Offering	its,	
tem 8. Duration of Offering Does the issuer intend this offering to last more than	n one year?	Yes X No
Does the issuer intend this offering to last more than	n one year?	
Does the issuer intend this offering to last more than	all that app	
Does the issuer intend this offering to last more than tem 9. Type(s) of Securities Offered (Select Equity	all that app	ly)
Does the issuer intend this offering to last more than tem 9. Type(s) of Securities Offered (Select Equity Debt	Pooled Tenan	ly) Investment Fund Interests
Does the issuer intend this offering to last more than tem 9. Type(s) of Securities Offered (Select Equity	Pooled Tenan Minera	Investment Fund Interests
Does the issuer intend this offering to last more than tem 9. Type(s) of Securities Offered (Select Equity Debt Option, Warrant or Other Right to Acquire	Pooled Tenan Minera	Investment Fund Interests t-in-Common Securities Il Property Securities
Does the issuer intend this offering to last more than tem 9. Type(s) of Securities Offered (Select Equity Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Pooled Tenan Minera	Investment Fund Interests t-in-Common Securities Il Property Securities
Equity Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option,	Pooled Tenan Minera Other	Investment Fund Interests t-in-Common Securities of Property Securities Describe)

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tem 11. Minimum Investment				
Minimum investment accepted from any	outside investor \$	544,500.00		
tem 12. Sales Compensation				
Recipient		Recipient CRD Number		•
Capwest Securities, Inc.		30002		☐ No CRD Number
	lone	(Associated) Broker or Dea	ler CRD Nur	mber —
John L. Tyler Jr.		4272019		No CRD Number
Street Address 1		Street Address 2		
288 Clayton Street		Suite 303		
City	State/Province	/Country ZIP/Postal Cod	e	
Denver	co	80206		
AL AK AZ AR IL IN IA KS MT NE NV NH RI SC SD TN (Identify additional person		CT DE DC ME MD MA NY NC ND VT VA WA tion by checking this box 🗷	`	MN MS MO OK OR PA WI WY PR ing Item 12 Continuation Page(
				,,, , , , , , , , , , , , , , , , , ,
(a) Total Offering Amount	5,500,000.00		OR	Indefinite
. (b) Total Amount Sold	\$ 4,578,996.00			
(c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary)	\$ 921,004.00		OR	Indefinite
Item 14. Investors Check this box if securities in the offer number of such non-accredited investors	ring have been or may be		qualify as ac	ccredited investors, and enter th
Enter the total number of investors who				
Item 15. Sales Commissions an		<u> </u>		
Provide separately the amounts of sales of check the box next to the amount.		fees expenses, if any: If an a		ot known, provide an estimate a
Clarification of Response (if Necessary)		Sales Commissions \$ 119, 6	130.00	Estimate Estimate
				•

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Washington, DC 20549

Item 16. Use of Proceeds	
Provide the amount of the gross proceeds of the offering that has been or is used for payments to any of the persons required to be named as exidirectors or promoters in response to Item 3 above. If the amount is unknown	ecutive officers, \$ 550,940.00
Clarification of Response (if Necessary)	
Assumes sale of total offering amount.	
Signature and Submission	
Please verify the information you have entered and review the Te	erms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each ide	ntified issuer is:
the State in which the issuer maintains its principal place of bus process, and agreeing that these persons may accept service or such service may be made by registered or certified mail, in any against the issuer in any place subject to the jurisdiction of the lactivity in connection with the offering of securities that is the sprovisions of: (i) the Securities Act of 1933, the Securities Exchar Company Act of 1940, or the Investment Advisers Act of 1940, or State in which the issuer maintains its principal place of business	C and the Securities Administrator or other legally designated officer of iness and any State in which this notice is filed, as its agents for service of a its behalf, of any notice, process or pleading, and further agreeing that Federal or state action, administrative proceeding, or arbitration brought United States, if the action, proceeding or arbitration (a) arises out of any ubject of this notice, and (b) is founded, directly or indirectly, upon the age Act of 1934, the Trust Indenture Act of 1939, the Investment or any rule or regulation under any of these statutes; or (ii) the laws of the iss or any State in which this notice is filed.
110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to requir "covered securities" for purposes of NSMIA, whether in all instances or routinely require offering materials under this undertaking or otherwises ounder NSMIA's preservation of their anti-fraud authority. Each identified issuer has read this notice, knows the contents to undersigned duly authorized person. (Check this box and and authorized person.)	onal Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, e information. As a result, if the securities that are the subject of this Form D are due to the nature of the offering that is the subject of this Form D, States cannot e and can require offering materials only to the extent NSMIA permits them to do o be true, and has duly caused this notice to be signed on its behalf by the attach Signature Continuation Pages for signatures of issuers identified
in Item 1 above but not represented by signer below.)	
Issuer(s)	Name of Signer
Stratford Newport Manor LLC	Benjamin D. Mottola
Signature	Title
	President, SCG Capital Corp. (Issuer's Manager)
Number of continuation pages attached: 5	Date 1/26/2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Item 3 Continuation Page

	First Name		Middle Name
Wolff	Kyle		F.
Street Address 1		Street Address 2	
100 Corporate Place		Suite 404	- 14-Table 1
City	State/Province/Country	ZIP/Postal Code	
Peabody	MA	01960	
Relationship(s): X Executive Off	icer Director Promoter		
Clarification of Response (if Necessar	y)		
_ _			
Last Name	First Name		Middle Name
Nelson, IV	John	·	M. ,
Street Address 1		Street Address 2	
100 Corporate Place		Suite 404	
City	State/Province/Country	ZIP/Postal Code	
Peabody	MA	01960	
	First Name		Middle Name
Last Name	First Name Benjamin		Middle Name
Mottola	First Name Benjamin	Street Address 2	
Mottola			
Mottola Street Address 1 100 Corporate Place		Street Address 2	
Mottola Street Address 1 100 Corporate Place	Benjamin	Street Address 2 Suite 404	
Mottola Street Address 1 100 Corporate Place City Peabody	State/Province/Country MA	Street Address 2 Suite 404 ZIP/Postal Code 01960	
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): X Executive Of	State/Province/Country MA ficer Director Promoter	Street Address 2 Suite 404 ZIP/Postal Code 01960	
Mottola Street Address 1 100 Corporate Place City Peabody	State/Province/Country MA ficer Director Promoter	Street Address 2 Suite 404 ZIP/Postal Code 01960	
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): K Executive Of Clarification of Response (if Necessar	State/Province/Country MA ficer Director Promoter ry)	Street Address 2 Suite 404 ZIP/Postal Code 01960	
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): X Executive Of Clarification of Response (if Necessar	State/Province/Country MA ficer Director Promoter ry) First Name	Street Address 2 Suite 404 ZIP/Postal Code 01960	D. Middle Name
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s):	State/Province/Country MA ficer Director Promoter ry)	Street Address 2 Suite 404 ZIP/Postal Code 01960	D.
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): Clarification of Response (if Necessar Last Name Hayden Street Address 1	State/Province/Country MA ficer Director Promoter ry) First Name	Street Address 2 Suite 404 ZIP/Postal Code 01960	D. Middle Name
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s):	State/Province/Country MA ficer Director Promoter ry) First Name	Street Address 2 Suite 404 ZIP/Postal Code 01960 Street Address 2	D. Middle Name
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): X Executive Of Clarification of Response (if Necessar Last Name Hayden Street Address 1 100 Corporate Place City	State/Province/Country MA ficer Director Promoter ry) First Name Richard	Street Address 2 Suite 404 ZIP/Postal Code 01960 Street Address 2 Suite 404	D. Middle Name
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): X Executive Of Clarification of Response (if Necessar Last Name Hayden Street Address 1 100 Corporate Place City Peabody	State/Province/Country MA ficer Director Promoter ry) First Name Richard State/Province/Country MA	Street Address 2 Suite 404 ZIP/Postal Code 01960 Street Address 2 Suite 404 ZIP/Postal Code 01960	D. Middle Name
Mottola Street Address 1 100 Corporate Place City Peabody Relationship(s): X Executive Of Clarification of Response (if Necessar Last Name Hayden Street Address 1 100 Corporate Place City	State/Province/Country MA ficer Director Promoter ry) First Name Richard State/Province/Country MA fficer Director Promote	Street Address 2 Suite 404 ZIP/Postal Code 01960 Street Address 2 Suite 404 ZIP/Postal Code 01960	D. Middle Name

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

ast Name	First Name		Middle Name
Wilson	Stephen		P.
treet Address 1		Street Address 2	
100 Corporate Place		Suite 404	
ity	State/Province/Country	ZIP/Postal Code	
Peabody	MA	01960	
elationship(s): X Executive Office	r Director Promotei	t	
Clarification of Response (if Necessary)			
Last Name	First Name		Middle Name
cust Northe			
Street Address 3		Street Address 2	
Meet Modress (]	
City	State/Province/Country	ZIP/Postal Code	
	1		
	Director Promote		
Relationship(s): Executive Office	Director Promote		
Clarification of Response (if Necessary)			
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	
City	State/Province/Country	ZIP/Postal Code	
Relationship(s): Executive Office	er Director Promote	er <u></u>	
Clarification of Response (if Necessary)			
			
Last Name	First Name		Middle Name
		<u> </u>	
Street Address 1		Street Address 2	
City	State/Province/Country	ZIP/Postal Code	
			•
Relationship(s): Executive Offic	er Director Promot	er	
Clarification of Response (if Necessary)			
Proceedings of the Party of the			

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient	Recipient CRD Number
David H. Freeman	4765269
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
OMNI Brokerage, Inc.	16878
Street Address 1	Street Address 2
150 W. Civic Center Drive	Suite 103
City State/Provi	ince/Country ZIP/Postal Code
Sandy	84070
States of Solicitation All States AL AK AZ AR CA CO IL IN IA KS KY LA MT NE NV NH NJ NM RI SC SD TN TX UT	CT DE DC FL GA HI DD ME MD MMA MI MN MS MO NY NC ND OH OK OR PA VT VA WA WO WV WI WY PR
Recipient Peter A. Finnegan	Recipient CRD Number 1336798 No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
Eplanning Securities, Inc.	46000 No CRD Number
Street Address 1	Street Address 2
3721 Douglas Blvd	Suite 200 Ince/Country ZIP/Postal Code
	ince/Country ZIP/Postal Code 95661
Roseville	93001
States of Solicitation All States AL AK AZ AR CA CO IL IN IA KS KY LA MT NE NV NH NJ NM RI SC SD TN TX UT	□ CT □ DE □ DC □ FL □ GA □ HI □ ID □ ME □ MD X MA □ MI □ MN □ MS □ MO □ NY □ NC □ ND □ OH □ OK □ OR □ PA □ VT □ VA □ WA □ WV □ WI □ WY □ PR

(Copy and use additional copies of this page as necessary.)

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Item 12 Continuation Page

Recipient	Recipient CRD Number
Girard Securities, Inc.	18697
Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
Richard N. Coppin	865875
treet Address 1	Street Address 2
26415 Carmel Rancho Blvd.	Suite #2A-1
City State/Prov	ince/Country ZIP/Postal Code
Carmel CA	93923
NH SC SD TN TX UT	NY DINCE DIND OF SIGN OR DIND
Recipient Girard Securities, Inc.	Recipient CRD Number 18697 No CRD Number
Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
Adjustical of a fact.	(Associated) Broker or Dealer CRD Number 4682820
Thomas W. Redfern	
Thomas W. Redfern Street Address 1	4682820
Thomas W. Redfern Street Address 1 26415 Carmel Rancho Blvd.	4682820 No CRD Number Street Address 2 Suite #2A-1 /ince/Country ZiP/Postal Code
Thomas W. Redfern Street Address 1 26415 Carmel Rancho Blvd.	4682820 No CRD Number Street Address 2 Suite #2A-1

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Item 12 Continuation Page

ecipient	Recipient CRD Number
Capwest Securities, Inc.	30002 No CRD Number
ssociated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
Robert R. Tweed	2339324
reet Address 1	Street Address 2
2060 Huntington Drive	Suite 1
	/Province/Country ZIP/Postal Code
San Marino CA	91108
IL IN IA KS KY	CO
Welton Street Investments LLC	Recipient CRD Number 132111 No CRD Number
Velton Street Investments LLC Associated) Broker or Dealer None	[132111 No CRD Number (Associated) Broker or Dealer CRD Number
Velton Street Investments LLC Associated) Broker or Dealer None Thomas B. Woods	132111 No CRD Number (Associated) Broker or Dealer CRD Number 4916648 No CRD Number
Velton Street Investments LLC Associated) Broker or Dealer None Thomas B. Woods treet Address 1	132111 No CRD Number (Associated) Broker or Dealer CRD Number 4916648 No CRD Number Street Address 2
Welton Street Investments LLC Associated) Broker or Dealer None Thomas B. Woods Street Address 1 9780 Mount Pyramid Court	132111 No CRD Number (Associated) Broker or Dealer CRD Number 4916648 No CRD Number Street Address 2 Suite 400
Thomas B. Woods Street Address 1 9780 Mount Pyramid Court	132111 No CRD Number (Associated) Broker or Dealer CRD Number 4916648 No CRD Number Street Address 2 Suite 400
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